

# **Exhibit 58**

*Redacted Public Version*

1  
2 UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK  
3 Case No. 1:22-cv-00983-VEC

-----x

4 NIKE, INC.,

5 Plaintiff,

6 - against -

7 STOCKX LLC,

8 Defendant.

9 -----x

10 February 8, 2023

9:48 a.m.

11  
12  
13 VIDEOTAPED DEPOSITION of JOE PALLETT,  
14 located at Debevoise & Plimpton LLC, 66  
15 Hudson Boulevard, New York, New York 10001,  
16 before Anthony Giarro, a Registered  
17 Professional Reporter, a Certified Realtime  
18 Reporter and a Notary Public of the State  
19 of New York.  
20  
21  
22  
23  
24  
25

<p style="text-align: right;">Page 2</p> <p>1 2 A P P E A R A N C E S : 3 4 5 DLA PIPER LLP Attorneys for Plaintiff 6 1251 Avenue of the Americas New York, New York 10020 7 212.335.4964 8 BY: TAMAR DUVDEVANI, ESQ. MARC MILLER, ESQ. 9 tamar.duvdevani@dlapiper.com marc.miller@dlapiper.com 10 11 DEBEVOISE &amp; PLIMPTON LLP Attorneys for Defendant 12 919 Third Avenue New York, New York 10022 13 BY: MEGAN K. BANNIGAN, ESQ. MAI-LEE PICARD, ESQ. 14 mkbannigan@debevoise.com mpicard@debevoise.com 15 16 DEBEVOISE &amp; PLIMPTON LLP Attorneys for Defendant 17 650 California Street San Francisco, California 94108 18 BY: CHRISTOPHER FORD, ESQ. csford@debevoise.com 19 20 ALSO PRESENT: 21 ANTON EVANGELISTA, Videographer 22 KIMBERLY VAN VOORHIS, ESQ., Nike 23 24 25</p>	<p style="text-align: right;">Page 4</p> <p>1 2 THE VIDEOGRAPHER: Good 3 morning. We are going on the record 4 at 9:48 a.m. on February 8th, 2023. 5 Please note that the microphones are 6 sensitive and may pick up whispering 7 and private conversations. Please 8 mute your phones at this time. Audio 9 and video recording will continue to 10 take place unless all parties agree 11 to go off the record. 12 This is Media Unit 1 of the 13 video-recorded deposition of Joe 14 Pallett, taken by counsel for 15 plaintiff, in the matter of Nike 16 Incorporated versus StockX LLC, filed 17 in the United States District Court 18 for the Southern District of New 19 York, Case No. 1:22-cv-00983-VEC. 20 The location of the deposition is 21 Debevoise &amp; Plimpton, 66 Hudson 22 Boulevard in New York City. 23 My name is Anton Evangelista 24 representing Veritext. And I am the 25 videographer. The court reporter is</p>
<p style="text-align: right;">Page 3</p> <p>1 2 S T I P U L A T I O N S 3 4 IT IS HEREBY STIPULATED AND AGREED, 5 by and among counsel for the respective 6 parties hereto, that the filing, sealing 7 and certification of the within deposition 8 shall be and the same are hereby waived; 9 IT IS FURTHER STIPULATED AND AGREED 10 that all objections, except as to form of 11 the question, shall be reserved to the time 12 of the trial; 13 IT IS FURTHER STIPULATED AND AGREED 14 that the within deposition may be signed 15 before any Notary Public with the same 16 force and effect as if signed and sworn to 17 before the Court. 18 * * * 19 20 21 22 23 24 25</p>	<p style="text-align: right;">Page 5</p> <p>1 2 Anthony Giarro from the firm 3 Veritext. 4 I'm not authorized to 5 administer an oath, I'm not related 6 to any party in this action, nor am I 7 financially interested in the 8 outcome. 9 If there are any objections 10 to the proceeding, please state them 11 at the time of your appearance. 12 Counsel and all present will 13 now state their appearances and 14 affiliations for the record, 15 beginning with the noticing attorney. 16 MS. BANNIGAN: Thank you. 17 Good morning. I'm Megan Bannigan of 18 Debevoise &amp; Plimpton on behalf of 19 StockX. And with me are my 20 colleagues from Debevoise &amp; Plimpton, 21 Mai-Lee Picard and Christopher Ford. 22 MS. DUVDEVANI: Good 23 morning. Tamar Duvdevani, DLA Piper, 24 on behalf of Nike, Inc. With me is 25 my colleague, Marc Miller, also with</p>

Page 6

1                   JOE PALLETT

2     DLA Piper, and Kim Van Voorhis of

3     Nike Air.

4             And just to correct the

5     videographer's colloquy, it was

6     defendant that noticed the deposition

7     today, not plaintiff.

8             THE VIDEOGRAPHER: And will

9     the court reporter please swear in

10    the witness. And counsel may

11    proceed.

12    J O E P A L L E T T, after having first

13    been duly sworn by a Notary Public of the

14    State of New York, was examined and

15    testified as follows:

16    EXAMINATION BY

17    MS. BANNIGAN:

18     Q     Good morning. There appears

19     to be some buzzing. But hopefully, that

20     is short-lived.

21     [REDACTED]

22     [REDACTED]

23     [REDACTED]

24     Q     So I'm sure you've gone over

25     this already. But just a few ground

Page 7

1                   JOE PALLETT

2     rules we like to start with at the

3     beginning, your testimony is under oath

4     today. Because there is a court reporter

5     taking down everything that both of us

6     are saying and it may be used for trial

7     purposes or for other reasons in the case

8     going forward, let's just do a few things

9     to make sure everything is clear.

10    A     Sure.

11    Q     First, I will try not to

12    interrupt you. If you could let me

13    finish my questions, that would be great.

14    If you don't understand anything, please

15    let me know, and I'll try to clarify so

16    we could make sure the record is very

17    clear.

18            If you want to take a break

19    at any time, I ask that you just finish

20    the question, or we might have one or two

21    more questions to finish the topic that

22    we're talking about. But feel free to

23    let me know whenever you want to take a

24    break, and I'm happy to accommodate.

25    A     Great.

Page 8

1                   JOE PALLETT

2     Q     And other than that, it's

3     pretty basic.

4            So the other thing I'll say

5     is please just make sure to give a spoken

6     answer instead of nodding or saying

7     mm-hmm so the court reporter can do his

8     job.

9     A     Got it.

10    Q     Any questions before we

11    begin?

12    A     No.

13    Q     Okay. Great.

14    [REDACTED]

15    [REDACTED]

16    [REDACTED]

17    [REDACTED]

18    [REDACTED]

19    [REDACTED]

20    [REDACTED]

21    [REDACTED]

22    [REDACTED]

23    [REDACTED]

24    [REDACTED]

25    [REDACTED]

Page 9

1                   JOE PALLETT

2    [REDACTED]

3    [REDACTED]

4    [REDACTED]

5    [REDACTED]

6    [REDACTED]

7    [REDACTED]

8    [REDACTED]

9    [REDACTED]

10   [REDACTED]

11   [REDACTED]

12   [REDACTED]

13   [REDACTED]

14   [REDACTED]

15   [REDACTED]

16   [REDACTED]

17   [REDACTED]

18   [REDACTED]

19   [REDACTED]

20   [REDACTED]

21   [REDACTED]

22   [REDACTED]

23   [REDACTED]

24   [REDACTED]

25   [REDACTED]

Page 150

1 JOE PALLETT

2 Q Were you involved in

3 specific discussions about whether this

4 project should move forward?

5 A Yes.

6 Q What were those -- well, how

7 many discussions?

8 A I can't recall exactly.

9 Q Was it a lot of them?

10 A No.

11 Q Who else was involved in

12 those discussions?

13 A Brian Fogarty, Isaiah,

14 Patrick Burke, who's listed on this

15 one-pager, Calista, Ben Edwards.

16 Q Anyone else that you can

17 recall?

18 A That's all I can recall.

19 Q Patrick Burke, who is that?

20 A Patrick Burke is a former

21 member of the brand protection team and

22 currently a member of the Nike

23 intelligence center.

24 Q What's the Nike intelligence

25 center?

Page 151

1 JOE PALLETT

2 A It is a group within Nike

3 that provides a variety of insights that

4 might affect Nike as a business.

5 Q What kind of insights?

6 [REDACTED]

7 [REDACTED]

8 [REDACTED]

9 [REDACTED]

10 [REDACTED]

11 [REDACTED]

12 [REDACTED]

13 [REDACTED]

14 [REDACTED]

15 [REDACTED]

16 [REDACTED]

17 A That, I don't know.

18 Q Do you know who made the

19 decision?

20 A No.

21 [REDACTED]

22 [REDACTED]

23 [REDACTED]

24 A I don't remember

25 specifically.

Page 152

1 JOE PALLETT

2 Q When you were in the

3 meetings, communicating your view --

4 withdrawn.

5 When you were voicing your

6 concerns in the meetings about moving

7 forward with this project, was there

8 anybody who disagreed?

9 A I don't remember. I think

10 there was some discussion about whether

11 it was worth the risk.

12 Q Can you tell me more about

13 that discussion?

14 [REDACTED]

15 [REDACTED]

16 [REDACTED]

17 [REDACTED]

18 [REDACTED]

19 [REDACTED]

20 [REDACTED]

21 Q What were the benefits of

22 using it?

23 MS. DUVDEVANI: Objection.

24 [REDACTED]

25 [REDACTED]

Page 153

1 JOE PALLETT

2 [REDACTED]

3 [REDACTED]

4 [REDACTED]

5 [REDACTED]

6 A Yes.

7 Q And you disagreed with that?

8 MS. DUVDEVANI: Objection.

9 Q Did you disagree with that?

10 A I disagreed with the idea

11 that it was worth the risk. I think this

12 would have solved a short-term problem

13 and created a longer-term one.

14 [REDACTED]

15 [REDACTED]

16 [REDACTED]

17 Looking back at this

18 document in the bottom, there's a box

19 that says -- well, there's a heading,

20 "Considerations and Challenges," with a

21 checkmark do and an X don't. You see

22 that?

23 A Yes.

24 Q Underneath don't, the last

25 bullet says, [REDACTED]



Page 274

A bar chart titled "JOE PALLETT" showing his record. The vertical axis is labeled "1" at the top. There are three bars: a black bar for "W" (Win) reaching the "1" mark, a grey bar for "D" (Draw) reaching the "1" mark, and a white bar for "L" (Loss) reaching the "1" mark.

Result	Count
W	1
D	1
L	1

9 MS. DUVDEVANI: Objection.

10 A No.

11 Q Why not?

12 MS. DUVDEVANI: Objection.

1

Page 275

1 JOE PALLETT

25 Q Does that include people

Page 276

1 JOE PALLETT

2

3               A      Yes.

4 Q So when Mary Ange went to  
5 inspect the shoes, what did she do to  
6 inspect the shoes?

1. **Identify the main topic or purpose of the document.**  
 2. **Summarize the key points or findings.**  
 3. **Highlight any important details or conclusions.**  
 4. **Provide a clear and concise overview of the content.**  
 5. **Ensure the summary is easy to understand and accessible.**

15 Q And what did she find?

16       A       She found that three of the  
17 pairs of shoes that were suspicious of  
18 being counterfeit were, in fact,  
19 counterfeit.

20 Q And so what did brand  
21 protection do next with respect to those  
22 counterfeit -- alleged counterfeit shoes?

23 MS. DUVDEVANI: Objection.

24 A Mary Ange took the product,  
25 put them in a shipping box and sent them

Page 277

1 JOE PALLETT

2 to me.

3 Q What did you do with them  
4 once you received them?

5 MS. DUVDEVANI: Objection.

6 A I inspected them myself and  
7 then stored them in the brand protection  
8 evidence locker.

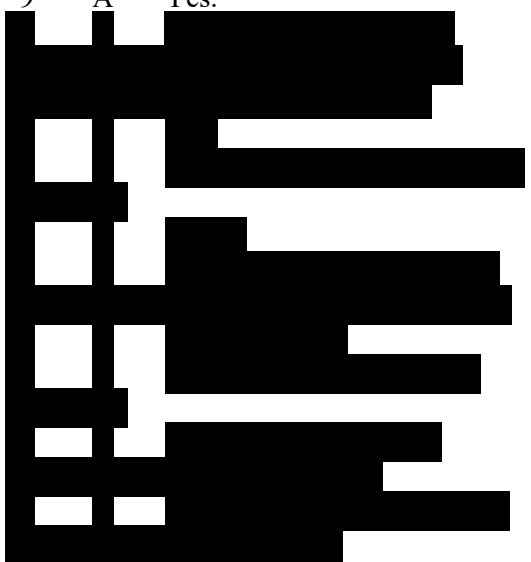
9      Q      How did you inspect them?





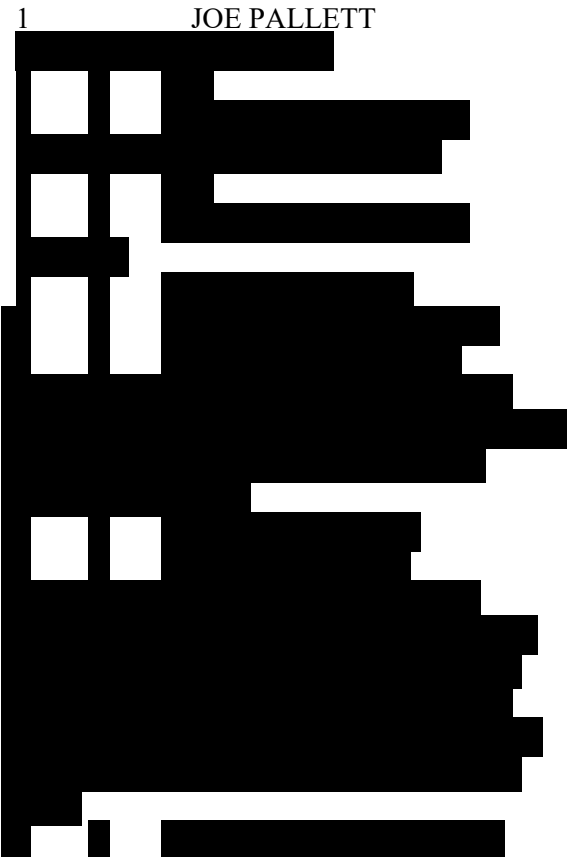
Page 282

1                   JOE PALLETT  
2    with the Bates Stamp NIKE0039039  
3    through 39043.  
4           (The above-referred-to  
5    document was marked as Exhibit 13 for  
6    identification, as of this date.)  
7    Q    Have you seen this before?  
8    It might be in a bigger version.  
9    A    Yes.



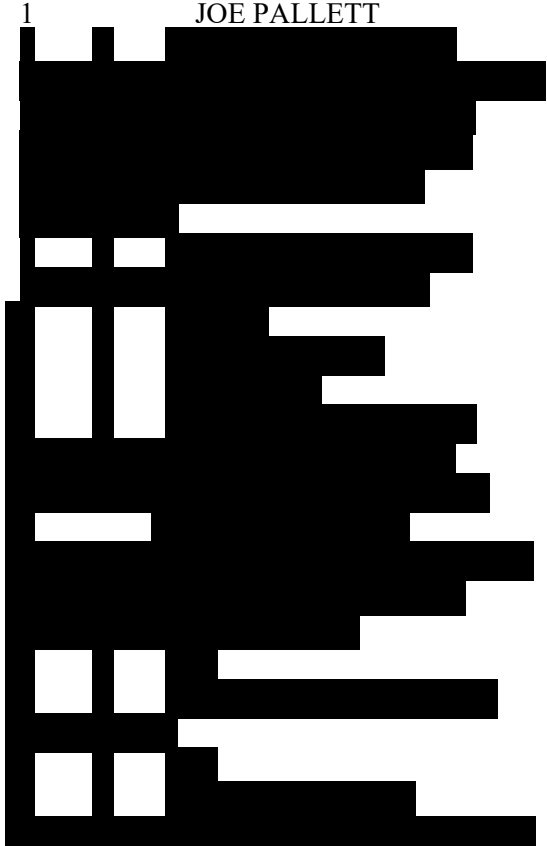
Page 284

1                   JOE PALLETT



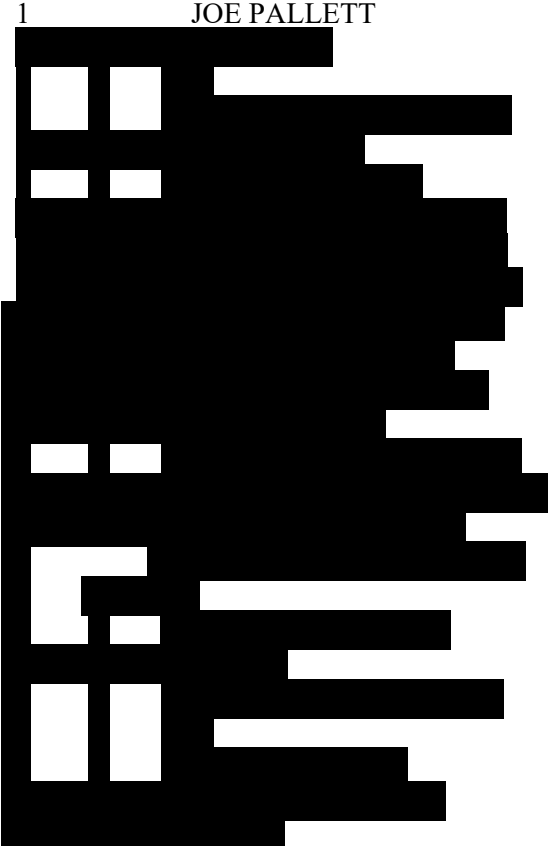
Page 283

1                   JOE PALLETT



Page 285

1                   JOE PALLETT





<p>1 JOE PALLETT</p> <p>2 [REDACTED]</p> <p>3 MS. DUVDEVANI: Objection.</p> <p>4 [REDACTED]</p> <p>5 [REDACTED]</p> <p>6 [REDACTED]</p> <p>7 [REDACTED]</p> <p>8 [REDACTED]</p> <p>9 [REDACTED]</p> <p>10 [REDACTED]</p> <p>11 [REDACTED]</p> <p>12 [REDACTED]</p> <p>13 [REDACTED]</p> <p>14 [REDACTED]</p> <p>15 [REDACTED]</p> <p>16 [REDACTED]</p> <p>17 [REDACTED]</p> <p>18 [REDACTED]</p> <p>19 [REDACTED]</p> <p>20 [REDACTED]</p> <p>21 [REDACTED]</p> <p>22 [REDACTED]</p> <p>23 [REDACTED]</p> <p>24 [REDACTED]</p> <p>25 [REDACTED]</p>	<p>Page 290</p> <p>1 JOE PALLETT</p> <p>2 Q Let's look at the page with</p> <p>3 the number ending 930.</p> <p>4 Looks like the very top of</p> <p>5 the e-mail shows an e-mail response from</p> <p>6 you, "Hi, Dennis." You see where I'm</p> <p>7 looking?</p> <p>8 A Yes.</p> <p>9 Q The second paragraph there</p> <p>10 says, [REDACTED]</p> <p>11 [REDACTED]</p> <p>12 [REDACTED]</p> <p>13 [REDACTED]</p> <p>14 [REDACTED]</p> <p>15 [REDACTED]</p> <p>16 [REDACTED]</p> <p>17 [REDACTED]</p> <p>18 Why were you offering this</p> <p>19 information?</p> <p>20 A Why was I offering what</p> <p>21 information?</p> <p>22 Q What's written there.</p> <p>23 [REDACTED]</p> <p>24 [REDACTED]</p> <p>25 [REDACTED]</p>
<p>Page 291</p> <p>1 JOE PALLETT</p> <p>2 [REDACTED]</p> <p>3 [REDACTED]</p> <p>4 [REDACTED]</p> <p>5 [REDACTED]</p> <p>6 [REDACTED]</p> <p>7 MS. BANNIGAN: I'm going to</p> <p>8 mark as Exhibit 14, an e-mail chain</p> <p>9 with the Bates Stamp NIKE0025929</p> <p>10 through 25931. It's an e-mail chain</p> <p>11 from March 29th, 2022, titled</p> <p>12 [REDACTED]</p> <p>13 (The above-referred-to</p> <p>14 document was marked as Exhibit 14 for</p> <p>15 identification, as of this date.)</p> <p>16 Q Is this one of the e-mails</p> <p>17 you reviewed yesterday to refresh your</p> <p>18 recollection of the facts of this</p> <p>19 investigation?</p> <p>20 A I'm sorry. What?</p> <p>21 Q Was this one of the e-mails</p> <p>22 you said you reviewed yesterday to</p> <p>23 refresh your recollection of the facts of</p> <p>24 this investigation?</p> <p>25 A Some of these, yes.</p>	<p>Page 292</p> <p>1 JOE PALLETT</p> <p>2 [REDACTED]</p> <p>3 [REDACTED]</p> <p>4 [REDACTED]</p> <p>5 [REDACTED]</p> <p>6 [REDACTED]</p> <p>7 [REDACTED]</p> <p>8 [REDACTED]</p> <p>9 [REDACTED]</p> <p>10 [REDACTED]</p> <p>11 [REDACTED]</p> <p>12 MS. DUVDEVANI: Objection.</p> <p>13 [REDACTED]</p> <p>14 [REDACTED]</p> <p>15 [REDACTED]</p> <p>16 [REDACTED]</p> <p>17 [REDACTED]</p> <p>18 [REDACTED]</p> <p>19 [REDACTED]</p> <p>20 [REDACTED]</p> <p>21 [REDACTED]</p> <p>22 [REDACTED]</p> <p>23 [REDACTED]</p> <p>24 [REDACTED]</p> <p>25 A Mary Ange lives in the</p>

[illegible]

Page 298

1 JOE PALLETT

2 Q Was that determined to be

3 counterfeit?

4 A Yes.

5 Q What kind of shoe is that?

6 A I'm not positive. But I

7 believe it was one of the Air Jordan 1s,

8 red patent leather.

9 Q And how is that shoe

10 determined to be counterfeit?

11 A I don't recall the initial

12 determination. But I confirmed it was

13 counterfeit.

14 Q What did you do to confirm

15 it was counterfeit?

[REDACTED]

Page 299

1 JOE PALLETT

[REDACTED]

14 Q Do you recall anything else

15 you did with the shoe?

16 A Put it in the storage

17 locker.

18 Q It's in the storage locker

19 now with the other ones?

20 A Yes.

21 Q For all of these -- how many

22 of them -- is it four total or five

23 total?

24 A Four.

[REDACTED]

Page 300

1 JOE PALLETT

[REDACTED]

15 MS. DUVDEVANI: Objection.

1 [REDACTED]

[REDACTED]

Page 301

[REDACTED]

17 MS. BANNIGAN: [REDACTED]

[REDACTED] That should have been

20 produced a long time ago.

21 MS. DUVDEVANI: Make your

22 request. We will respond.

23 MS. BANNIGAN: We've made

24 our request multiple times for

25 relevant information.

Page 354

1  
2 CERTIFICATION  
3  
4

5 I, ANTHONY GIARRO, a Shorthand  
6 Reporter and a Notary Public, do hereby  
7 certify that the foregoing witness, JOE  
8 PALLETT, was duly sworn on the date  
9 indicated, and that the foregoing, to the  
10 best of my ability, is a true and accurate  
11 transcription of my stenographic notes.

12 I further certify that I am not  
13 employed ~~by nor related to any party to~~  
14 this action

15   
16

17  
18 \_\_\_\_\_  
19 ANTHONY GIARRO  
20  
21  
22  
23  
24  
25

Page 355

1  
2 ERRATA SHEET  
3 VERITEXT/NEW YORK REPORTING, LLC  
4 1-800-727-6396

5 330 Old Country Road 7 Times Square  
6 Mineola, New York 11501 New York, New  
7 York 10036

8 NAME OF CASE: Nike versus StockX  
9 DATE OF DEPOSITION: February 8, 2023  
10 NAME OF DEPONENT: Joe Pallett

11 PAGE LINE (S) CHANGE REASON  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25

26 \_\_\_\_\_  
27 JOE PALLETT

28 SUBSCRIBED AND SWORN TO BEFORE ME  
29 THIS \_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_.

30 \_\_\_\_\_  
31 (NOTARY PUBLIC) MY COMMISSION EXPIRES:

90 (Pages 354 - 355)